

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
CASE NO.: 02-61191-CIV-HUCK**

MERRILL LYNCH BUSINESS FINANCIAL  
SERVICES, INC.

Plaintiff,

vs.

FRANK L. AMODEO and JAMES  
SADRIANNA,

Defendants.

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**AFFIDAVIT IN SUPPORT OF MOTION TO TRANSFER VENUE**

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned authority, appeared James V. Sadrianna, and, being sworn, deposed and said as follows:

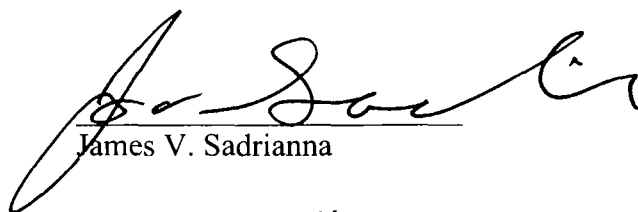
1. Affiant is a defendant in this case and has personal knowledge of the facts herein stated.
2. This action could properly have been brought in the United States District Court for the Middle District of Florida or the United States Bankruptcy Court for the Middle District of Florida.
3. Defendants, James V. Sadrianna and Frank L. Amodeo, reside in Central Florida in the Middle District of Florida.
4. On April 30, 2002, Smith International Enterprises, Inc. filed a Voluntary Petition under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Middle District of Florida, Orlando Division.

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/X

5. On August 26, 2002, the case was converted to Chapter 7.
6. On August 26, 2002 (E.O.D. 1007), the bankruptcy court denied a motion by Merrill Lynch to transfer venue of the bankruptcy case to the Southern District.
7. Attached hereto is a true and correct copy of a joint venture agreement between Signature Graphics, Inc. and Smith International Enterprises, Inc. dated May 22, 2002.
8. All of the officers of Signature Graphics, Inc. reside in Central Florida, in the Middle District of Florida.
9. All of the directors of Signature Graphics, Inc., reside in Central Florida in the Middle District of Florida.
10. Attached hereto is a list of shareholders of Signature Graphics, Inc. as of June 30, 2002. Of those shareholders, all reside in or have their principal place of business in Central Florida in the Middle District of Florida except Craig A. Block, Jonathan R. Geller and Q.A.I. Services, Inc. Many of the books and records of Smith International Enterprises, Inc. are in Orlando, FL, and the Bankruptcy Court in the Middle District of Florida has exclusive jurisdiction of all property of Smith. 28 U.S.C. § 157.
11. The books and records of Signature Graphic, Inc. are located in Orlando, FL.

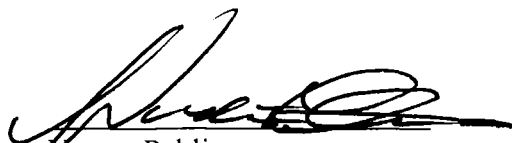
12. Given the presence of the two parties who are natural persons, the majority of the witnesses and of the pertinent records to this lawsuit, and given that Smith International Enterprises, Inc. is in a pending bankruptcy case in the Middle District of Florida, this case should be transferred to the Middle District of Florida for the convenience of the parties and witnesses and in the interest of justice.

FURTHER AFFIANT SAYETH NAUGHT.

  
James V. Sadrianna

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of October, 2002, by James V. Sadrianna, who is personally known to me or who has produced FL# 5365458592610 as identification and who did take an oath and who, after first being duly sworn, deposed and said that the statements in the foregoing affidavit are true and correct, to the best of his knowledge and belief.

Sworn to and subscribed to before me this 8<sup>th</sup> day of October, 2002.

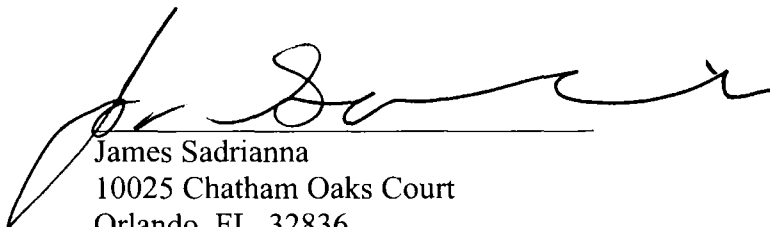
  
Notary Public  
My commission expires:



Wade F. Liles  
Commission # CC 924736  
Expires April 3, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

Respectfully submitted,

I HERBY CERTIFY that a true and correct copy of the foregoing has been furnished by Express Mail this 8<sup>th</sup> day of October to Counsel for Merrill Lynch, John A. Anthony, Esquire, Gray, Harris, Robinson, Shackleford, Farrior, P. O. Box 3324, Tampa, FL 33601.

A handwritten signature in black ink, appearing to read 'James Sadrianna', is written over a horizontal line.

James Sadrianna  
10025 Chatham Oaks Court  
Orlando, FL 32836  
Phone 407-351-5033  
Facsimile 407-351-1407

FROM : LARRY S HYMAN CPA

FAX NO. : 813 251 6534

May. 23 2002 09:08AM P3

## SMITH INTERNATIONAL ENTERPRISES

2625 EDGEWATER DRIVE  
ORLANDO, FLORIDA 32804

Telephone (407) 254-0011  
Fax (407) 423-8516

May 22, 2002

Michael Horton  
President  
Signature Graphics, Inc.  
Skyview Plaza  
7611 S. Orange Blossom Trail  
PMB 200  
Orlando, Florida 32809

**Re: Joint Venture Agreement**

Dear Mr. Horton:


Smith International Enterprises, Inc. is currently unable to obtain materials to produce product and meet its payroll obligations. Smith International Enterprises agrees to enter into a joint venture with Signature Graphics, Inc. whereby Signature Graphics, Inc. will obtain selected customers.

In exchange for obtaining these selected customers, Signature Graphics, Inc. agrees to pay for all materials and labor related to production of sales for such selected customers. Smith International Enterprises, Inc. will pay for the plant and support services related to production of sales for such selected customers.

After Signature Graphics, Inc. has collected and reimbursed itself for the direct cost of a specific job for a customer, Signature Graphics agrees to split the difference on the specific job with Smith International Enterprises, Inc. and pay the difference to Smith Enterprises, Inc. within ten (10) days.

If you agree to the terms of this letter agreement please sign below.

Very truly yours,

  
Frank L. Amodeo  
President  
Smith International Enterprises, Inc.

  
Michael Horton  
President  
Signature Graphics, Inc.

Signature Graphics, Inc.						
Stock Ownership						
As of June 30, 2002						
					Current	Diluted
				Total	%	%
Individual/Entity				Shares	Ownership	Ownership
Michael & Marcia Horton				707,529	15.72%	14.15%
CPD Settlement Trust				507,212	11.27%	10.14%
Morris Davis				202,885	4.51%	4.06%
Davis & Davis Consulting				126,803	2.82%	2.54%
Davis Data Printing, Inc.				152,164	3.38%	3.04%
Q.A.I Services, Inc.				126,803	2.82%	2.54%
Advanced International Strategies, Inc.				50,721	1.13%	1.01%
Sadge Investments, Inc.				50,721	1.13%	1.01%
JLC Holding				200,000	4.44%	4.00%
JLC Holding				403,101	8.96%	8.06%
Credix Corporation				511,283	11.36%	10.23%
Tellus International				511,823	11.37%	10.24%
Thomas A. Gay				27,759	0.62%	0.56%
Bruce Blackton				55,355	1.23%	1.11%
Hugh K. Tollison				49,792	1.11%	1.00%
H.A.T. Properties				27,673	0.61%	0.55%
Jerry Gay				16,624	0.37%	0.33%
Susan Ann Thompson				11,043	0.25%	0.22%
Allen F. Horton				11,000	0.24%	0.22%
Kenny Koo				250,000	5.56%	5.00%
Tyler Denson				22,000	0.49%	0.44%
Kirk Iller				50,000	1.11%	1.00%
Craig A. Block				53,215	1.18%	1.06%
Jonathan R. Geller				53,215	1.18%	1.06%
Alpha Sales Associates				321,278	7.14%	6.43%
Total				4,499,999	100.00%	90.00%
Remaining				500,001		10.00%
Total Authorized				5,000,000		100.00%